



## **DJ MEDIAPRINT & LOGISTICS LTD.**

**CIN:U60232MH2009PLC190657**

**Registered Office:** 24, 1<sup>st</sup> floor, Palkhiwala House, Tara Manzil 01<sup>st</sup> Dhobhi Talao Lane Mumbai 400002 ,  
**Telephone-**022-27889341-49 **Website-**www.djcorp.in **Email-** cs@djcorp.in

### **NOTICE OF POSTAL BALLOT/E-VOTING**

#### **Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration Rules), 2014**

Dear Shareholders,

**Notice** is hereby given that pursuant to the provisions of the Section 110 and other applicable provisions, if any of the Companies Act, 2013 read with rule 22 of the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No.17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020 and General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021 issued by the Ministry of Corporate Affairs (“MCA”) and pursuant to applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and as amended from time to time any statutory modification or re-enactment thereof for the time being in force, to transact the Special Business set out in this notice as Special Resolution through Postal Ballot by the members of DJ MEDIAPRINT & LOGISTICS LIMITED (“The Company”) only through Remote E-voting.

The proposed resolution and explanatory statement pertaining to the said resolution, pursuant to sections 102 and 110 of the Companies Act, 2013 setting out the material fact concerning item and the reason thereof is appended herewith for your consideration.

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Hence, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope (BRE) will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting facility. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its shareholders, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The instructions for remote e-voting are appended to the Notice. The shareholders can vote on the resolutions through remote e-voting facility. Assent (FOR) or dissent (AGAINST) of the shareholders of the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA circulars.



## **DJ MEDIAPRINT & LOGISTICS LTD.**

**CIN:U60232MH2009PLC190657**

**Registered Office:** 24, 1<sup>st</sup> floor, Palkhiwala House, Tara Manzil 01<sup>st</sup> Dhobhi Talao Lane Mumbai 400002 ,  
**Telephone-**022-27889341-49 **Website-**www.djcorp.in **Email-** cs@djcorp.in

The Company has engaged the services of Central Depository Services Limited (“CDSL”) to provide the e-voting facility. Accordingly, members shall have to cast their vote electronically through the CDSL e-voting platform. Instructions on E-voting are enumerated as part of the Notice.

E-voting facility is available at the link <https://www.evotingindia.com> from **Thursday, 4<sup>th</sup> November, 2021, 9.00 a.m. (IST) onwards to Friday, 3<sup>rd</sup> December, 2021, 5.00 p.m. (IST)**. Shareholders are requested to read carefully the e-voting instructions given in the Notes forming part of the Postal Ballot Notice, before logging into the e-voting link.

The Board of Directors of the Company, at its meeting held on **Wednesday, 03<sup>rd</sup> November, 2021** has appointed Mr. Rahul Gupta, Practicing Company Secretary having Membership number 43021 and Certificate of Practice No. 20863, as the Scrutinizer for conducting the Postal Ballot (only through Remote E-voting process) in a fair and transparent manner. The Scrutinizer, after completion of scrutiny, will submit his report to the Chairperson of the Company. Thereafter, the results of the Postal Ballot would be announced by the Chairperson of the Company on or before Saturday, 04<sup>th</sup> December, 2021 at the Company’s registered office. In addition to the results being communicated to BSE Limited (BSE), the results along with Scrutinizer’s report will also be placed on Company’s website viz. [www.djcorp.in](http://www.djcorp.in) and shall also be available at the Company’s registered office.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. **Friday, 3<sup>rd</sup> December, 2021**

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot **(only through Remote E-voting):**

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1- APPROVAL FOR FRESH ISSUE OF SHARES THROUGH FURTHER PUBLIC OFFER (“FPO”).**

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(c), 23 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (“**Act**”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) and any other rules/ regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”), BSE Limited (Stock Exchange where the shares of the Company are listed) (“**BSE**”) and/or any other statutory/ regulatory authority, listing agreement executed with stock exchanges in terms of SEBI (Listing Obligations and Disclosure



## **DJ MEDIAPRINT & LOGISTICS LTD.**

**CIN:U60232MH2009PLC190657**

**Registered Office:** 24, 1<sup>st</sup> floor, Palkhiwala House, Tara Manzil 01<sup>st</sup> Dhobhi Talao Lane Mumbai 400002 ,  
**Telephone-**022-27889341-49 **Website-**www.djcorp.in **Email-** cs@djcorp.in

Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required and subject to such conditions as may be prescribed by any of them, while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**"), the consent of the Members of the Company be and is hereby accorded to the to create, issue, offer and allot, equity shares by way of Further Public Offer ("**FPO**") to any persons, whether or not those persons include the persons referred to in clause(a) or clause(b) of Section 62(1) of the Companies Act, 2013 including the issue and allotment of shares to a Market Maker in accordance with the provisions of SEBI ICDR Regulations and aggregating up to Rs. 15 Crores including Share Premium (Rupees Fifteen Crores Only) for cash and upon such terms and conditions as the Board may in its absolute discretion deem appropriate, in accordance with the Act, SEBI ICDR Regulations and other applicable laws and regulations provided.

**RESOLVED FURTHER THAT** the Board shall have authority and power to accept any modification in the proposal as may be required or imposed by the Securities and Exchange Board of India/Ministry of Corporate Affairs/BSE or such other appropriate authorities at the time of according/granting their approvals, consents, permissions and sanctions to issue, allotment and listing thereof and as agreed to by the Board.

**RESOLVED FURTHER THAT** the Company shall ensure that the listing and trading approvals for Equity Shares to be issued and allotted, are received from BSE for listing on its SME Platform in accordance with the SEBI ICDR Regulations and SEBI LODR Regulations.

**RESOLVED FURTHER THAT** the said equity shares to be issued shall rank pari passu with the existing equity shares of the Company and shall be entitled to dividend, if any, declared in accordance with the statutory guidelines that are in force at the time of such declaration.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the securities to be issued including reduction of the size of the issue(s), as it may deem expedient, in its discretion.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board of Directors or any committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot Equity Shares, issuing certificates/clarifications, effecting any modifications or changes to the foregoing (including modifications to the terms of the Issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh consent or approval of the shareholders of the Company and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution and further to settle all questions, difficulties or doubts that may



**DJ MEDIAPRINT & LOGISTICS LTD.**

**CIN:U60232MH2009PLC190657**

**Registered Office:** 24, 1<sup>st</sup> floor, Palkhiwala House, Tara Manzil 01<sup>st</sup> Dhobhi Talao Lane Mumbai 400002 ,  
**Telephone-**022-27889341-49 **Website-**www.djcorp.in **Email-** cs@djcorp.in

arise in regard to the offer, issue and allotment of the Securities and utilisation of proceeds of the Securities, accept modifications and amendments if any as may be prescribed by the Authorities and, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects and further that all acts, deeds and things as would have been done or may be done pursuant to and in terms of Board authorization.

**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is here by authorised to delegate the all powers herein conferred by this resolution on it, to the Chairman & Managing Director of the Company or any one of the Executive Directors or any other person(s) as it may deem fit to give the effect to the aforesaid resolution.”

**By Order of the Board of Directors  
For DJ Mediaprint & Logistics Limited  
Sd/-**

**Khushboo Mahesh Lalji  
COMPANY SECRETARY & COMPLIANCE OFFICER  
M.No.: A53405**

**Place: Mumbai**

**Date: 03.11.2021**

**NOTES:**

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposals is annexed herewith.
2. The Board of Directors of the Company (“the Board”) at its meeting held on Wednesday, 03<sup>rd</sup> November 2021 has appointed Mr. Rahul Gupta (ICSI Membership No. ACS-43021), of M/s B R Gupta & Company, Practicing Company Secretaries to act as “The Scrutinizer” for conducting the Postal Ballot by way of remote e-voting process in accordance with the Act and in a fair and transparent manner.
3. On account of the threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this postal notice in electronic form only. The hard copy of this Postal ballot notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.



## **DJ MEDIAPRINT & LOGISTICS LTD.**

**CIN:U60232MH2009PLC190657**

**Registered Office:** 24, 1<sup>st</sup> floor, Palkhiwala House, Tara Manzil 01<sup>st</sup> Dhobhi Talao Lane Mumbai 400002 ,  
**Telephone-**022-27889341-49 **Website-**www.djcorp.in **Email-** cs@djcorp.in

4. The voting period begins on **Thursday, 4<sup>th</sup> November, 2021, 9.00 a.m. (IST)** onwards to **Friday, 3<sup>rd</sup> December, 2021, 5.00 p.m. (IST)** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date of **29<sup>th</sup> October, 2021**, may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.

5. Process for those shareholders whose email addresses are not registered with the Depositories for obtaining login credentials for e-voting for the resolution proposed in this notice:

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@djcorp.in / support@purvashare.com.
- ii. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@djcorp.in / [support@purvashare.com](mailto:support@purvashare.com).

6. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorisation.

7. The results of the Postal Ballot will be declared on or before Saturday, 04<sup>th</sup> December, 2021. The results of the Postal Ballot will be hosted on the website of the Company viz. www.djcorp.in and will also be communicated to the Stock Exchange where the equity shares of the Company are listed. The results of the Postal Ballot will be declared by the Chairperson or in his absence by the Whole Time Director or Company Secretary, or any other person so authorized by the Chairperson and it will display at Company's Registered Office. The resolution will be taken as passed if the results of the Postal Ballots indicate that the requisite majority of the shareholders assented to the Resolution.

8. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e., **Friday, 3<sup>rd</sup> December, 2021**.

9. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **29<sup>th</sup> October, 2021**

10. Shareholders who have registered their e-mail IDs with their Depository Participants/Company are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will request to please register their mail ids with the Company.

11. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot (only through remote E-Voting) will be final.



## **DJ MEDIAPRINT & LOGISTICS LTD.**

**CIN:U60232MH2009PLC190657**

**Registered Office:** 24, 1<sup>st</sup> floor, Palkhiwala House, Tara Manzil 01<sup>st</sup> Dhobhi Talao Lane Mumbai 400002 ,  
**Telephone-**022-27889341-49 **Website-**www.djcorp.in **Email-** cs@djcorp.in

12. Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on all working days (except Saturday & Sunday) from 1:00 am to 4:00 pm from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e., **3<sup>rd</sup> December, 2021.**

13. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with Central Depository Services Limited (CDSL) for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.

### **14. PROCEDURE/INSTRUCTIONS FOR REMOTE E-VOTING:**

#### **A. Login method for e-Voting for Individual shareholders holding securities in demat mode:**

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

| <b>Type of shareholders</b>   | <b>Login Method</b>   |
|---|---|
| <b>Individual Shareholders holding securities in Demat mode with CDSL</b> | <p>1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> |





## DJ MEDIAPRINT & LOGISTICS LTD.

CIN:U60232MH2009PLC190657

**Registered Office:** 24, 1<sup>st</sup> floor, Palkhiwala House, Tara Manzil 01<sup>st</sup> Dhobhi Talao Lane Mumbai 400002 ,  
**Telephone-**022-27889341-49 **Website-**www.djcorp.in **Email-** cs@djcorp.in

|  |  |
|--|--|
|  | <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</p>  |
| <p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p> | <p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under</p> |



**DJ MEDIAPRINT & LOGISTICS LTD.**

CIN:U60232MH2009PLC190657

**Registered Office:** 24, 1<sup>st</sup> floor, Palkhiwala House, Tara Manzil 01<sup>st</sup> Dhobhi Talao Lane Mumbai 400002 ,  
**Telephone-**022-27889341-49 **Website-**www.djcorp.in **Email-** cs@djcorp.in

|  |  |
|--|--|
|  | <p><b>‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</b></p>  |
| <p><b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b></p> | <p><b>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</b></p> |

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| <b>Login type</b>  | <b>Helpdesk details</b>   |
|--|---|
| <p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p> | <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.</p> |
| <p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p> | <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a</p>   |





## DJ MEDIAPRINT & LOGISTICS LTD.

CIN:U60232MH2009PLC190657

**Registered Office:** 24, 1<sup>st</sup> floor, Palkhiwala House, Tara Manzil 01<sup>st</sup> Dhobhi Talao Lane Mumbai 400002 ,  
**Telephone-**022-27889341-49 **Website-**www.djcorp.in **Email-** cs@djcorp.in

|  |   |
|--|---|
|  | request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
|--|---|

### **B) Login Method for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.**

#### **(i) Login method for e-Voting and joining virtual meeting for shareholders **other than individual shareholders & physical shareholders.****

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on "Shareholders" module.
3. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

|  | <b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>   |
|--|--|
| PAN  | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.</li></ul>              |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul> |



## **DJ MEDIAPRINT & LOGISTICS LTD.**

**CIN:U60232MH2009PLC190657**

**Registered Office:** 24, 1<sup>st</sup> floor, Palkhiwala House, Tara Manzil 01<sup>st</sup> Dhobhi Talao Lane Mumbai 400002 ,  
**Telephone-**022-27889341-49 **Website-**www.djcorp.in **Email-** cs@djcorp.in

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xii) Facility for Non - Individual Shareholders and Custodians -Remote Voting



## **DJ MEDIAPRINT & LOGISTICS LTD.**

**CIN:U60232MH2009PLC190657**

**Registered Office:** 24, 1<sup>st</sup> floor, Palkhiwala House, Tara Manzil 01<sup>st</sup> Dhobhi Talao Lane Mumbai 400002 ,  
**Telephone-**022-27889341-49 **Website-**www.djcorp.in **Email-** cs@djcorp.in

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@djcorp.in](mailto:cs@djcorp.in) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **Process for those shareholders whose email addresses are not registered with the Depositories for obtaining login credentials for e-voting for the resolution proposed in this notice:**

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@djcorp.in](mailto:cs@djcorp.in) / [support@purvashare.com](mailto:support@purvashare.com).
- ii. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@djcorp.in](mailto:cs@djcorp.in) / [support@purvashare.com](mailto:support@purvashare.com).

holding securities in demat mode, you are requested to refer to the login method explained at step | (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

- iii. Alternatively shareholder/members may send a request to [evotingindia.com](http://evotingindia.com) for procuring user id and password for e-voting by providing above mentioned documents.
- iv. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote



## **DJ MEDIAPRINT & LOGISTICS LTD.**

**CIN:U60232MH2009PLC190657**

**Registered Office:** 24, 1<sup>st</sup> floor, Palkhiwala House, Tara Manzil 01<sup>st</sup> Dhobhi Talao Lane Mumbai 400002 ,  
**Telephone-**022-27889341-49 **Website-**www.djcorp.in **Email-** cs@djcorp.in

through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS:**

#### **Item No 1**

The present Authorized Share Capital of the Company is Rs. 10,00,00,000 and Paid-up share capital is Rs. 4,21,39,200. The Company proposes to create, offer and issue fresh equity shares of the Company of face value Rs. 10/- (the "Equity Shares") each, up to an aggregate amount of Rs. 15 Crores (Rupees Fifteen Crores) on such terms, in such manner, at such time and at such price as may be determined/discovered in accordance with applicable laws, including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("**SEBI ICDR Regulations**"), to any persons, whether or not those persons include the persons referred to in clause(a) or clause(b) of Section 62(1) of the Companies Act, 2013 ("the **Act**") including the issue and allotment of shares to a Market Maker in accordance with the provisions of SEBI ICDR Regulations and other applicable laws. The Equity Shares allotted shall rank pari passu in all respects with the existing Equity Shares.

Material information pertaining to the Further Public Offer ("**FPO**") are as follows:

- 1. Issue Price:** The price at which the Equity Shares will be allotted through the FPO shall be determined and finalized by the Company in consultation with the lead manager in accordance with the SEBI (ICDR) Regulations.
- 2. The object(s) of the issue:** The proceeds of the FPO are to be utilized for the purposes that shall be disclosed in the Draft Prospectus to be filed with BSE, Stock Exchange where the shares of the Company are listed, including augmenting the capital base of the Company to meet capital requirements for its future growth and to ensure compliance with regulatory requirements and for general corporate purposes. The Board has the authority to modify the above objects on the basis of the requirements of the Company.

Section 62(1)(c) of the Act mandates that shares could be issued to any persons whether members of the company or not if the special resolution is passed by the members of the company. Hence the Board recommends this resolution for your approval. Additionally, to the extent the above requires amendments to be made in terms of the Act, the SEBI (ICDR) Regulations any other law or if recommended by various advisors to the Company in connection with the FPO, the Board will make necessary amendments. The Board of Directors of the Company has approved this item in its Board Meeting held on 3<sup>rd</sup> November, 2021 and have recommended the resolution as set out in the accompanying Notice for the approval of members of the Company.



**DJ MEDIAPRINT & LOGISTICS LTD.**

**CIN:U60232MH2009PLC190657**

**Registered Office:** 24, 1<sup>st</sup> floor, Palkhiwala House, Tara Manzil 01<sup>st</sup> Dhobhi Talao Lane Mumbai 400002 ,  
**Telephone-**022-27889341-49 **Website-**www.djcorp.in **Email-** cs@djcorp.in

None of the Directors or Key Managerial Personnel and /or their relatives, are in any way, financial or otherwise, is interested or concerned in this resolution, except to the extent of their shareholding in the Company.

The Board recommends passing of the resolution set out at Item No. 1 as a Special Resolution.

**By Order of the Board of Directors  
For DJ Mediaprint & Logistics Limited**

**Sd/-**

**Khushboo Mahesh Lalji**

**COMPANY SECRETARY & COMPLIANCE OFFICER**

**M.No.: A53405**

**Place: Mumbai**

**Date: 03.11.2021**